

Document 1

The TPA

**WEB CONSULTING
AND DEVELOPMENT SERVICES
FOR TheTPA.COM**

STATEMENT OF WORK

June 6, 2000

PREPARED BY



CONFIDENTIAL DOCUMENT

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STATEMENT OF WORK**SUMMARY INFORMATION**

Client:	The TPA , Inc.
Contact Information:	Jane Severson
Project Name:	TheTPA.com
Phase Name:	Web Development Services
Account Manager:	Geoff Bremner 651.265.5772 geoffb@zambasolutions.com
Project Manager:	Karen Ekblad 651.265.5785 kekblad@zambasolutions.com
Duration:	16 weeks
Start Date:	May 22, 2000
Complete Date:	Sept 5, 2000
Cost Estimate:	\$279,800

RELATIONSHIP TO MASTER AGREEMENT

The parties have agreed to an outline of contract terms ("Contract Terms") governing this SOW, and are in the process of negotiating a formal master agreement ("Agreement") based on the Contract Terms. The parties want to execute and begin working on this SOW prior to the Agreement being completed.

If an Agreement is not executed by June 13, 2000 or such other date as the parties mutually agree in writing (the "Deadline Date"), then this SOW shall be governed by the Contract Terms except as follows: (a) all work under this SOW shall not be on a time-and-materials basis with a 50% reduction in fees if ZAMBA Solutions does not concede to negotiate contract terms; (b) this SOW shall terminate effective as of the Deadline Date, (c) should The TPA terminate this SOW for reasons outside the Contract Terms, all work under this SOW shall be on a time-and-material basis through the termination date.

If an Agreement is executed by the Deadline Date, then this SOW shall be governed by the Agreement.

RELATIONSHIP TO REQUIREMENTS DOCUMENT

The parties are developing a requirements document, which is discussed in more detail below in the milestone section. The requirements document, as agreed to by the parties from time to time, shall serve as the Specifications (as this term is used in the Contract Terms and the Agreement) for the project and shall be considered to be an integral part of this SOW.

BACKGROUND

ZAMBA Solutions has been engaged by The TPA to conduct a business and technical assessment for the development of the Web business Initiative, TheTPA.com. ZAMBA Solutions and The TPA have defined key requirements for a phase 1 launch and have had

STATEMENT OF WORK

preliminary discussions about Web architecture requirements. The result of this effort has been presented to The TPA in the following documents:

- Business Requirements Definition Document
- Preliminary Web Architecture Document
- Site Map

ZAMBA Solutions is providing this statement of work as our approach to development and implementation.

THE TPA.COM BUSINESS OBJECTIVES

The TPA is planning to launch the revised version of TheTPA.com. This initiative has three main business objectives:

- Provide state-of-the-art Web-based services to the target constituents
- Provide The TPA with an opportunity to validate the online business model
- Build a scalable Web infrastructure that will support current and future business requirements

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PROPOSED DEVELOPMENT AND INTEGRATION PROCESS OVERVIEW

The TPA is considering engaging ZAMBA Solutions for the design, development and implementation of TheTPA.com. The following is an outline of the process for this phase of the project:

Finalize Project Planning and Requirements —

Finalize Business Requirements

- Final meetings with SMEs
- Conduct 3-day offsite requirements review session
 - Discuss specific requirements
 - Detail page content and navigation requirements
- Finalize documentation
- Phase 1 requirements acceptance

Technical Assessment

- Finalize Web solution
- Phase 1 target Web solution / platform identified
- Hardware / Software procurement
- Setup development environment

Refine Development Plan

- Identify required skills (The TPA and ZAMBA Solutions)
- Define and agree upon critical path to launch

Design —

Technical Design

- Data Design
- Detailed Application Design

Content Acquisition

- Identify and acquire all content

Implementation —

Development

- Develop to functional requirements
- Unit and Integration testing
- Testing and Quality Assurance
- Client and User acceptance testing
- Redesign/Redevelopment

QA/Regression/UAT

The following is a list of standard testing types performed for all ZAMBA Application Development testing:

- | | |
|----------------------------|--|
| • Unit Testing | • Functional Testing (valid & invalid) |
| • Usability Testing | • Graphic User Interface Testing |
| • Code Integration Testing | • Regression Testing |
| • System Testing | • Client Acceptance Testing |

Other testing types such as Installation, Load, Stress and Performance testing are optional. Additional information is available on request.

Integration / Launch

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TEAM MEMBERS

This statement of work attempts to define a project team for this project. This team is subject to change in effort to meet the project requirements.

Technical Lead - Primary responsibility for technical evaluation, gap analysis, recommendations for hardware, software infrastructure, and data infrastructure.

Business Analyst - Responsibility for business requirements, business case development, and application review and assessment.

UI Architect - Responsibility for user interface design and development.

Data Architect - Responsibility for database design and development.

Software Engineers - Responsibility for application and Web development.

UI Developer - Responsibility for user interface development.

QA Lead - Responsibility for quality assurance control.

QA Analysts - Responsibility for quality assurance testing.

Project Manager - Primary responsibility for the project budgets, and timetables.

KEY PROJECT DATES

TPA Milestones	Due Date
<i>All technical architecture final decisions</i> <ul style="list-style-type: none"> Web architecture (Identification of all components SiteMinder, WebLogic, etc.) and back-end components (data warehouse, etc.) 	May 18, 2000
<i>UI Design</i> <ul style="list-style-type: none"> All Web page templates approved and handed off to ZAMBA Solutions. 	May 26, 2000
<i>Technical Content Management platform decision complete</i> <ul style="list-style-type: none"> Content management packaged application Business users content management decision complete 	June 1, 2000
<i>Development Environment set up</i> <ul style="list-style-type: none"> The TPA's Web development environment complete to allow remote development to occur by ZAMBA Solutions. 	June 8, 2000
<i>Module-1 (Registration/Login/Authentication)</i> <ul style="list-style-type: none"> Provide data element definitions for JSP's - June 20, 2000 Ready for System Integration Test - July 24, 2000 	
<i>Module-2 (Claims Inquiry)</i> <ul style="list-style-type: none"> Provide data element definitions required for JSP's - June 20, 2000 Ready for System Integration Test - July 24, 2000 	
<i>Module-3 (e-Service Center)</i>	

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<ul style="list-style-type: none"> Provide data elements definitions for JSP's - June 27, 2000 Ready for System Integration Test - August 7, 2000 		<div>Deleted: <#>Preliminary Design Review - June 20, 2000 ¶</div> <div>Deleted: required</div>
Software module integration testing <ul style="list-style-type: none"> Assumptions: <ul style="list-style-type: none"> Database with test data is ready EJB's unit tested and ready SiteMinder or equivalent ready 	Aug 7 - Aug 15, 2000	<div>Deleted: Design Finalized</div> <div>Deleted: EJB Design Reviews ¶</div> <div><#> Registration login application design - June 6, 2000 ¶</div> <div><#> E-Service Center - June 20, 2000 ¶</div> <div><#> Claims Inquiry - June 13, 2000 ¶</div>
Software modules ready for quality assurance testing <ul style="list-style-type: none"> Assumptions: <ul style="list-style-type: none"> Database with test data is ready EJB's unit tested and ready SiteMinder or equivalent ready 	Aug 15, 2000	
Site Copy and Graphic Assets Delivered <ul style="list-style-type: none"> All Web site copy and graphics assets should be accounted for and handed off to ZAMBA Solutions. Site copy and graphic assets can be updated after this date per an agreed upon updating process and schedule. 	June 9 - July 12, 2000	
SMTP Server Set Up & Usable <ul style="list-style-type: none"> SMTP server available for development and testing. 	June 5, 2000	<div>Deleted: SiteMinder Purchased & Installed June 2, 2000 ¶</div> <div><#> SiteMinder packaged application installed in ZAMBA Solutions' development environment ¶</div>
WebMD Interfaces <ul style="list-style-type: none"> WebMD contacts identified to enable commencement of developing the WebMD Interfaces. 	June 9, 2000	<div>Deleted: Contract signed</div> <div>Deleted: 5</div>
Online Pharmacy Interfaces <ul style="list-style-type: none"> Contacts identified to enable commencement of developing the Online Pharmacy Interfaces. 	June 9, 2000	<div>Deleted: Contract signed to</div> <div>Deleted: contracts signed</div>
Requirements Document Sign-off <ul style="list-style-type: none"> ZAMBA Solutions will submit requirements document for review and sign-off. 	June 9, 2000	<div>Deleted: 2</div> <div>Deleted: Contract signed</div> <div>Deleted: 5</div>
All Production Databases and Web Servers Completed (including load processes) <ul style="list-style-type: none"> Production data available for final testing and QA. 	Aug 15, 2000	
SSL Certificate Purchased & Activated <ul style="list-style-type: none"> Secure Socket Layer certificate installed on production Web server. 	Aug 15, 2000	
QA Test Plan delivered from ZAMBA Solutions <ul style="list-style-type: none"> QA test plan for review by TPA. 	June 16, 2000	
TPA Final User Acceptance Testing Complete <ul style="list-style-type: none"> QA test plan for review by TPA. 	Sept 1, 2000	
ZAMBA Milestones	Due Date	
3-day Information Architecture session complete	May 25, 2000	

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- Detailed storyboards and content identified for each page of the site.

Final Requirements delivered

June 6, 2000

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- Version 1.0 of Business Requirements Document
- Site Story Boards
- Site Map
- Content Identification Matrix

QA Test Plans Delivered to TPA for Review

June 16, 2000

- Site test plans per quality assurance approach

Development Complete

Aug 15, 2000

- Development code freeze and all code handed off to ZAMBA Solutions QA.

QA Complete - ready for Client Acceptance

Aug 29, 2000

- ZAMBA Solutions QA complete. Site made available for client review.

Launch

Sept 5, 2000

Deleted: Development Environment set up June 2, 2000
<#> ZAMBA Solutions' Web development environment complete. This will allow develop to occur on site at ZAMBA Solutions. #

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COST ESTIMATE

All work defined within this Statement of Work will be performed under a fixed price arrangement (except as provided in the second paragraph under "RELATIONSHIP TO MASTER AGREEMENT").

The time frame for this Initiative is planned for 16 weeks. Costs for completing the defined scope of work is \$279,800.

Item	Costs
Analysis	\$32,900
Off-site Requirements Review / IA	
Ongoing Requirements Development	
Application and Data Design Reviews	\$5,500
Logical Data Model Development (input to data design conducted by The TPA)	
EJB Application design reviews	
UI Design	\$1,800
UI Design	
Information Design	
Development Environment Setup	\$6,200
Work with The TPA to establish remote development environment	
Work with The TPA to establish development methodologies	
Application Design	\$8,400
Detailed Application Design	
Physical Data Model	
Core Development	\$125,400
Email Generic Interface- SMTP Setup	
JSP Pages	
Employer Specific Pages	
TPA Pages	
Online plan documents	
Report Access	
Find a Provider	
WebMD Integration	
Online Pharmacy Integration (2 variations)	
Report Generation	
Quality Assurance Testing	\$34,200
Test Plan Development	
Test Script Development	
Functional Testing	
Regression Testing	
Usability Testing	
Integration Testing	
System Testing	
Client Acceptance Testing	
Load/Performance/Stress Testing	
Defect Tracking	
Management of overall QA process and The TPA QA staff	

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Item	Costs
Migration/Integration	\$6,450
Setup Production Environment	
Migration to Stage	
Final Review	
Integration to Production	
LAUNCH / Administration	\$24,120
Project Administration	
Pre-launch Review	
Site Launch	
Sub-TOTAL (without HTML)	\$244,970
HTML Development	\$25,800
HTML (120 pages)	
Project Administration	\$3,870
Quality Assurance	\$5,160
TOTAL (with HTML)	\$279,800

PROJECT ASSUMPTIONS

Project Timeline and Key Dates

- The TPA and ZAMBA Solutions are responsible for meeting their own milestones as assigned in this SOW. Should The TPA fail to meet any of their assigned dates, ZAMBA Solutions will not be responsible for any delays to project milestones including the launch date.
- If any key milestones are missed, ZAMBA Solutions and The TPA will agree upon revised project and launch dates (which ever affected). In addition, ZAMBA ACKNOWLEDGES THAT TIME IS OF THE ESSENCE. Except for delays caused by The TPA, if Zamba misses any Milestone Completion Dates for an SOW, then Zamba shall pay The TPA the penalty fees set forth below for each such missed Milestone, if any. The TPA shall have the right to offset any penalties against amounts owed to Zamba.

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Milestone 1 (Development Completed):
\$5,000 per day for the first 4 days
\$8,000 per day for the next 2 days
\$10,000 per day for each subsequent day

Data Design and Back-end Systems

- ZAMBA Solutions assumes that data design for the data warehouse is to be completed by The TPA.
- ZAMBA Solutions will not directly interface with The TPA's back-end systems.

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Development Environment

- The TPA and ZAMBA Solutions agree that the costs associated with the development environment may be subject to change. If both parties agree that less service from

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ZAMBA Solutions is required, a change order will be used to adjust the scope of the project.

- As the development environment will be the responsibility of The TPA, both parties agree The TPA is responsible for the availability of the development environment.

Project Management

- The TPA and ZAMBA Solutions agree that the costs associated with project management may be subject to change. If both parties agree that less service from ZAMBA Solutions is required, a change order will be used to adjust the scope of the project.
- Each party shall cooperate with and assist the other party, and shall cause its Personnel to cooperate with and assist the other party, at the other party's expense but without any additional compensation, in connection with timely resolution of any errors or issues related to misinterpretation of the project requirements.

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Third Party Material

- There are currently no anticipated costs for third party materials required for ZAMBA Solutions to develop the Web site. However, ZAMBA Solutions will request in writing advanced approval by The TPA for any required purchases.

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**** Note: Site Maintenance section deleted because it is covered in Contract Terms and we do not want contradictions ****

Transition Assistance:

- As and when requested by The TPA, Zamba Solutions shall provide assistance which in the reasonable joint opinion of The TPA and Zamba Solutions will allow The TPA to transition the further development of the system being developed under this SOW to a different developer. The Maintenance SOW will address further support needs.
- This obligation shall survive the termination of the Agreement and SOW.

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Progress Reports:

Zamba Solutions will provide weekly progress reports to The TPA summarizing the previous week's activities and an overview of the upcoming week's activities.

Penalties for Early Termination:

For any early termination of this SOW (not including termination pursuant to the second paragraph under "RELATIONSHIP TO MASTER AGREEMENT"), the following penalties shall apply:

Termination within 45 days of Launch:	\$60,000
Termination within 15 days of Launch:	\$100,000

TERMS AND CONDITIONS

All work defined within this Statement of Work will be performed under a fixed price arrangement (except as provided in the second paragraph under "RELATIONSHIP TO MASTER AGREEMENT").

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The time frame for this initiative is planned for 16 weeks. Costs for completing the defined scope of work for the 16-week duration is \$279,800.

The TPA will be invoiced according to the following schedule:

- One-third of estimated amount paid upon signing this statement of work.
- One-third of the estimated amount paid at the mid-point (8 weeks from signing this SOW) of the project.
- The remainder shall be paid upon project acceptance.

Approval

Signing this Statement of Work gives ZAMBA Solutions the right to begin this project and acknowledges that ZAMBA Solutions and The TPA agree with the content of this document.

<u>ZAMBA Signature</u>	<u>Date</u>
<u>Client Signature</u>	<u>Date</u>

PROPRIETARY STATEMENT

This report contains confidential information of ZAMBA Solutions, which is provided for the sole purpose of permitting the recipient to evaluate the proposal submitted herewith. In consideration of receipt of this document, the recipient agrees to maintain such information in confidence and to not reproduce or otherwise disclose this information to any person outside the group directly responsible for evaluation of its contents, except that there is no obligation to maintain the confidentiality of any information which was known to the recipient prior to receipt of such information from ZAMBA Solutions, or becomes publicly known through no fault of recipient, or is received without obligation of confidentiality from a third party owing no obligation of confidentiality to ZAMBA Solutions.

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